

**FIRST AMENDMENT TO
REVOCABLE LIVING TRUST AGREEMENT**

On November 11, 1991, I, Annie Mai Wooten, executed a certain Revocable Living Trust Agreement ("Trust Agreement") under which I and Lucy W. Turnbull are named as Trustees, wherein I reserve the right at any time or times to amend or revoke the Trust Agreement in whole or in part by instrument in writing (other than a Will) delivered to the Trustee.

I hereby amend the Trust Agreement by (i) deleting the cash legacy to Aressa Fisher specified in Section 3.1(a), (ii) deleting the Charitable Bequest specified in Section 3.2 (the same having already been accomplished by me), and (iii) by revoking the introductory paragraph of Section 3.4(c) of Article III and inserting in lieu thereof:

"(c) To Grantor's granddaughter, Lucia Starling King, and Grantor's grandson, Peter Andrew Turnbull, who survive me, Grantor's undivided interest in and to the following property in Tate County, Mississippi, more particularly described as follows, to wit:"

[Description Follows]

In all other respects, I confirm the balance of Section 3.4(c) and I confirm the Trust Agreement dated November 11, 1991, reserving to myself the right further to amend or revoke the same and this amendment thereto.

IN WITNESS WHEREOF, I have signed this First Amendment this 22 day of September, 1992.

Annie Mai Wooten
Annie Mae Wooten, Grantor and Trustee

Lucy W. Turnbull
Lucy W. Turnbull, Trustee

Prepared By and Return To:
Kenneth F. Clark, Jr.
Wyatt, Tarrant & Combs, LLP
1715 Aaron Brenner Dr., #800
Memphis, TN 38120
901-537-1000

STATE MS.-DESOTO CO.
FILED

SEP 4 10 35 AM '02

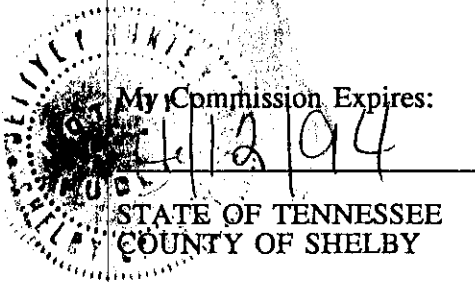
BK 95 PG 428
W.F. DAVIS CH. CLK.

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned Notary Public in and for the State and County aforesaid, the within named Annie Mae Wooten, who acknowledged that she signed and delivered the foregoing instrument of amendment on the day and year therein mentioned as her voluntary act and deed.

Given under my hand and seal this 22 day of September, 1992.

Bettye P. Hunter
Notary Public



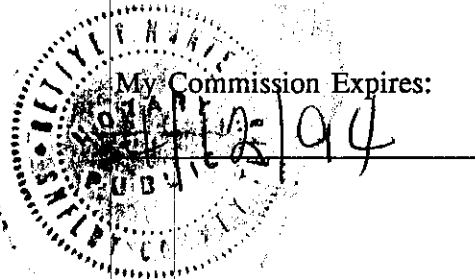
My Commission Expires:

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned Notary Public in and for the State and County aforesaid, the within named Lucy W. Turnbull, who acknowledged that she signed and delivered the foregoing instrument of amendment on the day and year therein mentioned as her voluntary act and deed.

Given under my hand and seal this 22 day of September, 1992.

Bettye P. Hunter
Notary Public



My Commission Expires:

ANNIE MAI WOOTEN TRUST
AMENDMENT

2002 2035
Recorded in the Above
Deed Book & Page
08-30-2002 10:14:07 AM
Wayne Crockett
Tate County, MS

Property Description

Tract #1.

Section 20, Township 5, Range 8, containing 640 acres, being part of the land conveyed to Mrs. Lucy Cahill by C. Callicott by Deed recorded in Book O, Page 311, of the records in the office of the Chancery Clerk of Tate County, Mississippi.

Tract #2.

The South half of Section 17, Township 5, Range 8, being part of the land conveyed to Mrs. Lucy Cahill by C. Callicott by Deed recorded in Book O, Page 311, of said records. Less and except all that part of the Southeast Quarter of Section 17, Township 5, Range 8, that lies North and East of the Arkabutla Drainage Canal, containing 40 acres more or less and being the property conveyed by Mrs. Lucy Williams to Claude Veazey, et al, by Deed recorded in Book DD, Page 56, of said records. Said Tract II containing 280 acres more or less.

Tract #3.

All that part of the Southwest Quarter, Section 16, Township 5, Range 8, that lies South and West of the Arkabutla Drainage Canal containing 12 acres more or less and being the land conveyed by Claude Veazey, et al, to Mrs. Lucy Williams by Deed recorded in Book HH, Page 358, of said records.

Tract #4.

All of the Northwest Quarter of Section 17, Township 5, Range 8, that lies East of Tom Veazey Road and South of Arkabutla Canal and containing 5.8 acres, more or less. Being the same land conveyed by W. P. Veazey, Sr., to Mrs. Lucy Williams by Deed recorded in Book LL, Page 569, of said records.

Tract #5.

All that part of the Southeast Quarter of the Northeast Quarter of Section 17, lying South and West of Arkabutla Canal in Township 5 South, Range 8 West, in Tate County, Mississippi, estimated to be 12.8 acres, being the land conveyed by T. P. Veazey et al to Mrs. Lucy Williams by Deed recorded in Book MM, Page 64, of said records.

Tate County, MS
I certify this instrument was filed on
08-30-2002 10:14:07 AM
and recorded in Deed Book
2002 at pages 2035 - 2035
Wayne Crockett